

RECORDATION NO. 28010-2 FILED

APR 07 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301

WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 7, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D C 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of April 7, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are:

[Secured Party: Bank of America, N A , as Collateral Agent  
901 Main Street, 14<sup>th</sup> Floor  
Dallas, Texas 75202]

Grantor: The CIT Group/Equipment Financing, Inc.  
The CIT Group/Corporate Aviation, Inc.  
c/o CIT Group Inc.  
1 CIT Drive  
Livingston, New Jersey 07039

Chief, Section of Administration  
April 7, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is

All rolling stock now owned or hereafter acquired by the Grantor, including without limitation the following 63 railcars within the following series as more particularly set forth in the attachment to the document:

TCMX 350643  
TCMX 350664  
TCMX 350668  
TCMX 350678  
TCMX 350682 - TCMX 350684 (inclusive)  
TCMX 350686 - TCMX 350741 (inclusive)

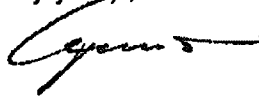
A short summary of the document to appear in the index is.

Memorandum Of Additional Collateral

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely yours,



Robert W Alvord

RWA/bhs  
Enclosures

APR 07 '10 -9 00 AM

**MEMORANDUM OF ADDITIONAL COLLATERAL****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of April 7, 2010 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor has caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the Grantor has caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as  
Grantor

By: Barry F. Nohr

Name: Barry F. Nohr

Its: SVP

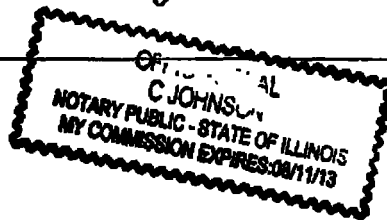
State of Illinois

County of Cook, ss: \_\_\_\_\_

On this 1<sup>st</sup> day of April, 2010, before me personally appeared Barry F. Nohr to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catharine Johnson  
Signature of Notary Public

My Commission expires \_\_\_\_\_



Schedule A

EIN	Car Initial	Car Number
1007080	TCMX	350683
1007085	TCMX	350693
1007087	TCMX	350690
1007089	TCMX	350668
1007091	TCMX	350678
1007098	TCMX	350691
1007100	TCMX	350697
1007106	TCMX	350682
1007108	TCMX	350700
1007109	TCMX	350689
1007110	TCMX	350694
1007119	TCMX	350696
1007121	TCMX	350692
1007149	TCMX	350686
1007156	TCMX	350698
1007158	TCMX	350695
1007159	TCMX	350684
1007160	TCMX	350687
1007171	TCMX	350664
1007175	TCMX	350688
1007179	TCMX	350643
1007128	TCMX	350704
1007132	TCMX	350699
1007142	TCMX	350702
1007143	TCMX	350703
1007094	TCMX	350714
1007095	TCMX	350707
1007117	TCMX	350706
1007125	TCMX	350710
1007131	TCMX	350705
1007137	TCMX	350711
1007141	TCMX	350712
1007146	TCMX	350716
1007162	TCMX	350709
1007170	TCMX	350713
1007177	TCMX	350708
1007083	TCMX	350720
1007086	TCMX	350729
1007092	TCMX	350724
1007097	TCMX	350717
1007099	TCMX	350719
1007101	TCMX	350728
1007107	TCMX	350701
1007112	TCMX	350722
1007115	TCMX	350718
1007129	TCMX	350721

EIN	Car Initial	Car Number
1007130	TCMX	350723
1007135	TCMX	350715
1007148	TCMX	350727
1007154	TCMX	350726
1007157	TCMX	350725
1007176	TCMX	350730
1007082	TCMX	350731
1007111	TCMX	350733
1007120	TCMX	350735
1007164	TCMX	350734
1007090	TCMX	350732
1007093	TCMX	350738
1007133	TCMX	350739
1007134	TCMX	350740
1007169	TCMX	350737
1007174	TCMX	350741
1007178	TCMX	350736

**CERTIFICATION**

I, Robert W. Alvord, an attorney licensed to practice in the District of Columbia and the State of New York, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 7, 2010

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord